

ITEL
Pullman
April 20, 1990

RECORDATION NO. 14605-J FILED 1400
APR 23 1990 -3 05 PM

INTERSTATE COMMERCE COMMISSION

Itel Rail Corporation

55 Francisco Street
San Francisco, CA 94133
(415) 984-4000
(415) 781-1035 Fax

0-113A078

RECORDATION NO. 14605-H FILED 1400
APR 23 1990 -3 05 PM

Hon. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

INTERSTATE COMMERCE COMMISSION

APR 23 1990 -3 05 PM

INTERSTATE COMMERCE COMMISSION

Re: Amendment Nos. 1, 2 and 3 to Sublease Agreement dated as of July 3, 1984, between Minnesota, Dakota and Western Railroad Company and Burlington Northern Railroad Company

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in three (3) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$45 recordation fee.

Please record all three Amendments under the Sublease Agreement dated as of July 3, 1984, between Minnesota, Dakota and Western Railroad Company and Burlington Northern Railroad Company, which was filed with the ICC on March 28, 1985, under Recordation No. 14605.

The parties to the aforementioned instrument are listed below:

Minnesota, Dakota and Western Railroad Company (Sublessor)
First Avenue
International Falls, Minnesota 56649

Burlington Northern Railroad Company (Sublessee)
777 Main Street
Fort Worth, Texas 76102

These Amendments extend the term of the Sublease Agreement with respect to cars bearing reporting marks within the series BN 377000-377119 until June 30, 1990.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

Patricia Schumacker

Patricia Schumacker
Legal Assistant

APR 23 1990
RECORDATION NO. 14605-H
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Interstate Commerce Commission
Washington, D.C. 20423

4/27/90


OFFICE OF THE SECRETARY

Patricia Schumacker
Legal Assistant
Itel Rail Corporation
55 Francisco Street
San Francisco, Calif. 94133

Dear Ms. Schumacker

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/23/90 at 3:05pm, and assigned recordation number(s). 14605-G 14605-H 14605-I, 16479-B, 16479-C, 16479-D & 16479-E 15170-C, 16026-C & 16026-D 16227-A

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

14605-2
RECORDED IN FILED 1400

APR 23 1990 -3 05 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 4 TO BOXCAR SUBLEASE

THIS AMENDMENT NO. 4 (the "Amendment") to that certain Boxcar Sublease Agreement dated as of July 3, 1984, (the "Sublease") between MINNESOTA, DAKOTA AND WESTERN RAILROAD COMPANY as sublessor ("Sublessor") and BURLINGTON NORTHERN RAILROAD COMPANY as sublessee ("Sublessee") is made as of this 28th day of March, 1990.

R E C I T A L S:

- A. Sublessor and Sublessee are parties to the Sublease pursuant to which Sublessor has leased to Sublessee fifty-eight (58) boxcars bearing reporting marks from within the series BN 377065-377119 and BN 377121-377123 as described on Schedule No. 3 to the Sublease.
- B. The term of the Sublease expires on March 16, 1990, with respect to these boxcars.
- C. Sublessor and Sublessee desire to extend the term of the Sublease with respect to these boxcars until June 30, 1990.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto agree to amend the Sublease as follows:

- 1. All terms defined in the Sublease shall have the meanings defined therein when used in this amendment.
- 2. Sublessor shall continue to supply to Sublessee, under the terms and conditions of the Sublease, the boxcars on Equipment Schedule No. 3 until June 30, 1990.
- 3. Except as expressly modified by this Amendment, all terms and provisions of the Sublease shall remain in full force and effect.

4. This Amendment may be executed by the parties hereto in multiple counterparts and all said counterparts taken together shall be deemed to constitute one and the same instrument.

MINNESOTA, DAKOTA AND WESTERN
RAILROAD COMPANY

By: RN Waller
Title: Vice President
Date: 3/19/90

BURLINGTON NORTHERN
RAILROAD COMPANY

By: [Signature]
Title: Gen. Mgr. Ry. Sec.
Date: 2/28/90

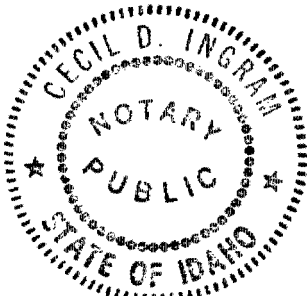
ACKNOWLEDGEMENT AND CONSENT:

ITEL RAIL CORPORATION

By: [Signature]
Title: President and Chief Executive Officer
Date: 3/28/90

STATE OF IDAHO)
) ss:
COUNTY OF ADA)

On this 19th day of March, 1990, before me personally appeared Robert W. Walters, to me personally known, who being by me duly sworn says that such person is Vice President of Minnesota, Dakota and Western Railroad Company, that the foregoing Amendment No. 4 to Boxcar Sublease was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Cecil D. Ingram
Expire 6-13-92

STATE OF TEXAS)
) ss:
COUNTY OF TARRANT)

On this 28th day of February, 1990, before me personally appeared E. Michael Martin, to me personally known, who being by me duly sworn says that such person is Gen. Mgr. - Planning Services of Burlington Northern Railroad Company, that the foregoing Amendment No. 4 to Boxcar Sublease was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

